

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On September 9, 2008, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via overnight mail, and (ii) upon the parties listed on Exhibit B hereto via facsimile:

Notice Of Proposed Sale Certain Patents And Assigned Patent Rights Pursuant To Order Under 11 U.S.C. § 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear Of Liens, Claims, And Encumbrances [a copy of which is attached hereto as Exhibit C]

Dated: September 12, 2008

/s/ Elizabeth Adam

Elizabeth Adam

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 12th day of September, 2008, by Elizabeth Adam, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ L. Maree Sanders

Commission Expires: 10/1/09

# **EXHIBIT A**

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Delphi Corporation  
Special Parties

Company	Contact	Address1	Address2	City	State	Zip	Phone	Fuction
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004	212-510-0500	Counsel to United States Trustee
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	

## **EXHIBIT B**

Company	Contact	Address1	Address2	City	State	Zip	Phone	Fax	Fuction
Acacia Research - Acacia Technologies Group	Bob DePirro	500 Newport Center Drive	7th Floor	Newport Beach	CA	92660		949-480-8301	Interested Party for Bewes Capital Patent Sale Notice
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	Counsel to Debtor's Postpetition Administrative
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	Counsel to Equity Security Holders Committee
IPotential LLC	Ron Epstein	1400 Fashion Island Blvd.	Suite 601	San Mateo	CA	94404	650-572-9500	650-572-9507	Interested Party for Bewes Capital Patent Sale Notice
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-5127	
JPMorgan Chase Bank, N.A.	Susan Atkins Gianni Russello	277 Park Ave 8th Fl		New York	NY	10172	212-270-0426	212-270-0430	
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	Counsel to Official Committee of Unsecured Creditors
Plutitas	Andy Scott	731 Market Street	Sixth Floor	San Francisco	CA	94103	415-354-1760	415-869-9710	Interested Party for Bewes Capital Patent Sale Notice
Rembrandt IP	Dr. Paul B. Schneck, Ph.D., Chief Executive Office	401 City Avenue	Suite 900	Bala Cynwyd	PA	19004		610-822-0123	Interested Party for Bewes Capital Patent Sale Notice
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman Robert H. Trust William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Varnum, Riddering, Schmidt & Howlett	Michael S. McElwee	Bridge Water Place	P.O. Box 352	Grand Rapids	MI	49501-0352		616-336-7000	

## **EXHIBIT C**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF PROPOSED SALE CERTAIN PATENTS AND ASSIGNED  
PATENT RIGHTS PURSUANT TO ORDER UNDER 11 U.S.C. § 363  
APPROVING PROCEDURES TO SELL CERTAIN DE MINIMIS ASSETS  
FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES

PLEASE TAKE NOTICE THAT in accordance with the Order Under 11 U.S.C.

§ 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear of Liens,  
Claims, And Encumbrances And To Pay Market Rate Broker Commissions In Connection  
With Such Sales Without Further Court Approval (Docket No. 766) (the "De Minimis Asset  
Sale Order"), Delphi Technologies, Inc. ("DTI") hereby gives notice of its intention to sell  
certain provisional patent applications, patent applications, patents, and additional rights  
relating to such patents (the "Patent Assets") to Bewes Assets Limited Liability Company (the  
"Buyer") pursuant to the Patent Purchase Agreement by and between DTI and the Buyer, dated  
June 10, 2008 (the "Agreement")<sup>1</sup>. Buyer is not an "insider" as such term is defined by 11  
U.S.C. § 101(31).

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<sup>1</sup> A copy of the Agreement is attached hereto as Exhibit 1.

PLEASE TAKE FURTHER NOTICE THAT the patents to be transferred to the Buyer are listed on Exhibit A to the Agreement.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Agreement, DTI will sell the Patent Assets to the Buyer for a purchase price of \$180,000.00 (the "Purchase Price"). To the extent that any assets are added or removed from this transaction for any reason, the Purchase Price may be increased or reduced by mutual agreement of DTI and the Buyer.

PLEASE TAKE FURTHER NOTICE THAT pursuant to a Patent Sale – Assignment Representation Agreement for the sale of the Patent Assets, DTI will pay Yet2.com Inc. ("Yet2"), an intellectual property broker, a commission on the sale of the Patent Assets equal to twenty percent of the Purchase Price (the "Commission"). In compliance with the De Minimis Asset Sale Order, a declaration of Ben Dupont is attached hereto as Exhibit 2.

PLEASE TAKE FURTHER NOTICE THAT DTI believes that the Purchase Price accurately reflects the current market value of the Patent Assets. DTI has determined, in its business judgment, that the Agreement provides for fair and appropriate terms and is a favorable price for the Patent Assets. DTI also believes that the Commission accurately reflects the current market value of the services rendered and is fair and appropriate.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the De Minimis Asset Sale Order, DTI will consummate the sale of the Patent Assets to the Buyer, free and clear of liens, claims, and encumbrances, and take such actions as are necessary to close the transaction, including but not limited to collection of proceeds from the Buyer in connection with the sale of the Patent Assets and the payment of the Commission by DTI to Yet2,



provided that counsel to DTI does not receive from a party that receives this Notice a written objection or written request for additional time to evaluate the proposed sale within five business days following initial receipt of this Notice.

New York, New York  
Dated: September 9, 2008

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 9331)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalan A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession